

**IN THE UNITED STATES BANKRUPTCY COURT FOR THE
DISTRICT OF DELAWARE**

IN RE:

AGWAY FARM & HOME SUPPLY, LLC,

Debtor.

Chapter 11

Case No. 22-10602 (JKS)

**DECLARATION OF ADAM MEISLIK IN SUPPORT OF THE DEBTOR'S MOTION
FOR ENTRY OF AN ORDER: (I) (A) APPROVING BIDDING PROCEDURES AND
PROTECTIONS IN CONNECTION WITH A SALE OF CERTAIN OF THE DEBTOR'S
ASSETS FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES AND
INTERESTS; (B) SCHEDULING AN AUCTION AND SALE HEARING; (C)
APPROVING THE FORM AND MANNER OF NOTICE THEREOF; AND (D)
GRANTING RELATED RELIEF; AND (II) (A) AUTHORIZING SALE OF DEBTOR'S
INTELLECTUAL PROPERTY AND CERTAIN EQUIPMENT FREE AND CLEAR OF
LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS; AND (B)
GRANTING RELATED RELIEF**

Pursuant to 28 U.S.C. § 1746, I, Adam Meislik, hereby submit this declaration (the "Declaration") under penalty of perjury.

1. Except as otherwise stated, I have personal knowledge of the facts set forth in this declaration and, if called as a witness, could and would testify competently to such facts under oath. I am submitting this declaration in support of Agway Farm & Home Supply, LLC's ("Debtor") Motion for Order: (I) (A) Approving Bidding Procedures and Protections in Connection With a Sale of Certain of the Debtor's Assets Free and Clear of Liens, Claims, Encumbrances and Interests; (B) Scheduling an Auction and Sale Hearing; (C) Approving the Form and Manner of Notice Thereof; and (D) Granting Related Relief; and (II) (A) Authorizing Sale of Debtor's Intellectual Property and Certain Equipment Assets Pursuant to Successful Bidder(s)' Asset Purchase Agreement, Free and Clear of Liens, Claims, Encumbrances and Other

Interests; and (B) Granting Related Relief (“Sale Motion”). All capitalized terms not otherwise defined herein shall have the meaning ascribed in the Sale Motion.

2. I am a member of Force Ten Partners LLC (“Force 10”), with headquarters located at 5271 California, Suite 270, Irvine, California. Force 10 is an advisory firm with deep domain knowledge in financial and operational corporate restructuring, valuation, forensic accounting, and complex litigation support. Force 10 serves middle-market companies as well as their creditors, stakeholders, and professionals by providing turnaround-management services (CRO), financial advisory services, expert witness support, and investment banking and M&A advisory services.

3. For over twenty-five years, I have been involved in the restructuring and corporate finance sector, serving various roles, including Financial Advisor, Investment Banker, CRO, Fiduciary, and Expert Witness. Prior to forming Force 10 in mid-2016, I served as Co-President, Chief Compliance Officer for GlassRatner Securities, LLC (2014-2016) and Senior Managing Director for GlassRatner, LLC (2012-2016) and, prior to that, was a Principal at XRoads Solutions Group, LLC (2009-2012), Managing Director in the Investment Banking Group of Salem Partners LLC (2006-2007), Executive Director and Director in the Investment Banking Group of CIBC World Markets (1996-2006), and Analyst and Associate in the Corporate Financing Group of Jefferies & Company, Inc. (1993-1995). I obtained my Bachelor of Science in Management (Finance) from Tulane University, Freeman School of Business in 1993.

4. Throughout my career, I have worked extensively with companies in numerous sectors, bank lenders and other secured and unsecured creditors, buyers, sellers, bankruptcy counsel and litigators, all in the context of workouts, insolvency proceedings, fundraising, M&A, and litigation. I have also provided expert testimony concerning transactions, feasibility, intangible/intellectual assets, valuation, solvency, and reasonably equivalent value issues.

Furthermore, I have advised, structured, and executed more than 100 mergers, acquisitions, capital transactions restructurings, and litigation support assignments.

5. I am the individual at Force 10 with primary responsibility for Force 10's engagement with the Debtor. References to actions taken by "Force 10" within this Declaration include actions I took in conjunction with other members of Force 10 that I manage and supervise in connection with the financial advisor services rendered to the Debtors.

6. Force 10 began assisting the Debtor in February 2022 by helping to seek a resolution to the Debtor's default declared by Gibraltar. Force 10 investigated financing options and sought a buyer for the Debtor as a going concern.

7. Force 10's efforts to solicit a potential sales transaction was multifaceted and targeted towards parties most likely to be interested and could close within the timeframe available. Among other things:

a. Force 10 contacted 9 or 10 potential parties that are known to Force 10 to close transactions in distressed situations at a size similar to the Debtor's businesses.

b. 7 of the parties signed confidentiality agreements with the Debtor and received confidential information.

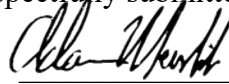
c. We, with or on behalf of management, held due diligence meetings with 3 parties and provided information to all of the parties.

8. Other than one offer received by a Strategic as more fully described in the Quickel Declaration, no offers were received prior to the Petition Date.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States, that the foregoing statements are true and correct.

DATED: August 31, 2022.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Adam Meislik', is written over a horizontal line.

Adam Meislik